

Exhibit C
Holden Declaration

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
Gawker Media LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
:
Debtors. : (Jointly Administered)
:
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**DECLARATION OF WILLIAM D. HOLDEN IN SUPPORT OF
DEBTORS' APPLICATION PURSUANT TO SECTIONS 327(e), 328(a), AND 330
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014 AND 2016 AND
LOCAL RULES 2014-1 AND 2016-1 FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF AKIN GUMP STRAUSS HAUER & FELD
LLP AS SPECIAL COUNSEL TO THE SPECIAL COMMITTEE OF THE BOARD OF
GAWKER MEDIA GROUP, INC., EFFECTIVE *NUNC PRO TUNC* TO AUGUST 3, 2016**

I, William D. Holden, being duly sworn, hereby declare as follows:

1. I am the Chief Restructuring Officer of Gawker Media LLC ("Gawker Media"), located at 114 Fifth Avenue, 2nd Floor, New York, New York 10014.

2. I submit this declaration (this "Declaration") in support of the application (the "Application")² of the Debtors for an order, pursuant to Bankruptcy Code sections 327(e), 328(a), and 330, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1 authorizing the employment of Akin Gump as special counsel to the Special Committee of the Board, effective *nunc pro tunc* to August 3, 2016. The facts set forth herein are based on my personal knowledge or information provided to me by the Debtors' management, the Board, and other professionals.

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.'s offices are located at Andrássy út 66, 1062 Budapest, Hungary.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Application.

The Selection of Akin Gump for the Special Committee

3. Akin Gump is proposed to serve as special counsel to the Special Committee, responsible for the matters described in the Application. The Special Committee in its sole discretion selected Akin Gump as counsel.

4. The Debtors believe that the engagement of Akin Gump on behalf of the Special Committee will provide a significant benefit to the Debtors and their estates by providing the Special Committee with counsel to address the Potentially Interested Matters to the extent the Special Committee deems necessary. In addition to Akin Gump's internationally respected transactional, litigation and restructuring practices, the attorneys at Akin Gump who will work on this matter have extensive involvement in risk management, first amendment, and appellate matters. I believe that Akin Gump will bring these skills to bear in this engagement. In addition, the Special Committee wanted separate and independent counsel to guide it in connection with the Potentially Interested Matters. Accordingly, I believe that the Debtors' estates and creditors will benefit from Akin Gump's knowledge and expertise in its representation of the Special Committee.

5. In addition, under the contemplated engagement, Akin Gump will charge only those actual and necessary expenses, for which it bills its clients, incurred in connection with the rendering of legal services described in the Application, by category and nature of services rendered.

Rate Structure

6. Mr. Tillman will be responsible for monitoring the services provided by Akin Gump. He will be responsible for reviewing the invoices regularly submitted by Akin Gump.

Cost Supervision

7. The Debtors and Akin Gump are working on a prospective budget for the period from August 3, 2016 through October 31, 2016. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations and the exigencies of these chapter 11 cases. The Debtors will continue to review the invoices that Akin Gump submits, and together with Akin Gump, amend the budget periodically as may be appropriate. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: August 31, 2016



William D. Holden